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LISTING STATEMENT NO. 2320

LISTED NOVEMBER 18, 1968
1,146,438 Common Shares without nominal or par value, of which 14,250 Shares are subject to issuance.
Stock Symbol "RDI"
Post Section 5.2
Dial Quotation No. 1653

THE TORONTO STOCK EXCHANGE

LISTING STATEMENT

RILEY'S DATASHARE INTERNATIONAL LTD.

An amalgamated company existing under the Companies Act, Alberta by virtue of a Certificate of Amalgamation dated May 31, 1968 issued by the Registrar of Companies of the Province of Alberta amalgamating as of that day Riley's Reproductions Ltd. and Minor Holdings Ltd., both companies incorporated under the Companies Act, Alberta.

COMMON SHARES WITHOUT NOMINAL OR PAR VALUE

CAPITALIZATION AS AT OCTOBER 16, 1968

SHARE CAPITAL	AUTHORIZED	ISSUED AND OUTSTANDING	TO BE LISTED
Common shares without nominal or par value	2,400,000	1,132,188	1,146,438

October 16, 1968

1. APPLICATION

Riley's DataShare International Ltd. (the "Company") hereby makes application for the listing on The Toronto Stock Exchange of 1,146,438 common shares in the capital stock of the Company of which 1,132,188 shares are issued and outstanding as fully paid and non-assessable as at the date hereof and an additional 14,250 shares have been reserved for issuance pursuant to existing stock option arrangements (for particulars of which see page 9 of the Prospectus under the heading "Options to Purchase Securities").

2. REFERENCE TO PROSPECTUS

Reference is made throughout this Listing Statement to the attached prospectus of the Company dated September 17, 1968 (the "Prospectus") with respect to the offering of 340,700 common shares of the Company, a copy of which Prospectus is hereby incorporated in this Statement and made part hereof.

3. HISTORY OF THE COMPANY

A history of the Company and its wholly-owned subsidiary company, Riley's of Vancouver Ltd. (the "Subsidiary"), is set forth on page 3 of the Prospectus.

4. NATURE OF BUSINESS

The nature of the business of the Company is set forth on pages 3, 4 and 5 of the Prospectus. The Company and the Subsidiary employ a total of 163 employees.

5. INCORPORATION

Riley's Reproductions Ltd. was incorporated May 26, 1950 by Memorandum of Association under the Companies Act, Alberta, with an authorized share capital of 20,000 shares without nominal or par value, such capital being converted August 11, 1950 to par value shares.

Minor Holdings Ltd. was incorporated May 27, 1953 by Memorandum of Association under the Companies Act, Alberta, with an authorized share capital of 20,000 shares without nominal or par value.

By an amalgamation agreement dated April 18, 1968 made between the said two companies which became effective May 31, 1968, they amalgamated under Section 140a of the Companies Act, Alberta and the Company is the continuing company arising from such amalgamation.

As of the effective date of amalgamation, the Company had an authorized share capital of 2,000,000 shares without nominal or par value. By a special resolution of the shareholders dated August 12, 1968, the issued shares were divided on a two-for-one basis. By a subsequent resolution of the directors dated that same day, 31,094 unissued shares were cancelled. The Company thereupon had, and still has, an authorized share capital of 2,400,000 shares without nominal or par value.

6. SHARE ISSUES SINCE INCORPORATION

Riley's Reproductions Ltd.

<u>Date Issued</u>	<u>No. of Shares</u>	<u>To</u>	<u>Consideration</u>
<u>Class "A" Shares</u>			
May 26, 1950	700	Founding Shareholders	\$5.00 per share and loan of \$45.00 per share repayable June 1, 1955
May, 1951	450	Founding Shareholders	\$8.75 per share and loan of 078.75 per share repayable June 1, 1955
April 21, 1952	176	Founding Shareholders	\$ 17,600.00
1952	50	Key Employees	\$ 250.00
1953 - 1954	257	Conversion of Shareholders' loans	\$ 30,025.00
Dec. 17, 1954	160	Employees (stock plan)	\$ 20,000.00
Feb. 7, 1956	171	E. T. Winslow	\$ 29,925.00
<u>10 for 1 split December 20, 1956</u>			
Sub Total	19,640		
January 1957	920	Employees (stock plan)	\$ 32,200.00
February 1957	360	G. R. Dwight (purchase business)	\$ 12,600.00
February 1957	200	R. A. Bahn (purchase business)	\$ 7,000.00
May 11, 1957	400	Simpson	\$ 16,000.00
June 2, 1957	500	A. W. Williamson	\$ 10,000.00
June 10, 1957	346	Hooker (purchase business)	\$ 12,975.00
1957	9,881	Purchase from owners Riley's Reproductions Inc.	\$395,240.00
1957	3,100	Charterhouse Canada Limited re purchase Riley's Reproductions Inc.	\$106,250.00
1957	2,074	Purchase from owner Oklahoma Log Exchange Inc.	\$ 79,360.00
1957	132	G. R. Dwight	\$ 10,000.00
1957	1,000	A. D. Minor	\$ 12,500.00
1957	177	Purchase from owners Autronics Ltd.	\$ 7,080.00
1957	50	D. J. Murphy (new employee)	\$ 50.00
March 1958	650	Employees Stock Plan	\$ 24,700.00
March 1958	546	Hugh States re purchase Bay Microfilm Ltd.	\$ 21,840.00
Nov. 5, 1964	300	Terry Sparks (Option Exercise)	\$ 3,600.00
Nov. 5, 1964	300	D. MacLachlan (Option Exercise)	\$ 3,600.00
Nov. 10, 1965	300	Terry Sparks (Option Exercise)	\$ 4,500.00
Nov. 10, 1965	300	D. MacLachlan (Option Exercise)	\$ 4,500.00
Dec. 30, 1966	2,400	Terry Sparks (Option Exercise)	\$ 68,400.00
Dec. 30, 1966	2,400	D. MacLachlan (Option Exercise)	\$ 68,400.00

<u>Date Issued</u>	<u>No. of Shares</u>	<u>To</u>	<u>Consideration</u>
Mar. 3, 1967	160	R. C. Brown (Option Exercise)	\$ 4,000.00
Oct. 3, 1967	40	R. C. Brown (Option Exercise)	\$ 1,000.00
April 7, 1968	350	Fred C. Brechtel (Option Exercise)	\$ 10,500.00
	<u>46,526</u>		

As of May 31, 1968, 20,231 Class "A" Shares were owned by Minor Holdings Ltd., a wholly owned subsidiary of Riley's Reproductions Ltd., and were cancelled in the amalgamation.

The remaining 26,295 outstanding Class "A" shares were exchanged for 262,950 Common Shares of Riley's DataShare International Ltd.

Class "B" Shares

<u>Date Issued</u>	<u>No. of Shares</u>	<u>To</u>	<u>Consideration</u>
May 26, 1950	3,004	Jack M. Riley	\$ 3,004.00
Feb. 15, 1956	6	Directors	\$ 35.00
		10 for 1 split December 20, 1956	
Sub Total	30,100		

Outstanding May 31, 1968 30,100 Class "B" shares of which 15,050 were owned by Arvil D. Minor and 15,050 were owned by Minor Holdings Ltd. Minor Holdings Ltd. was a wholly owned subsidiary of Riley's Reproductions Ltd. and on the amalgamation the 15,050 Class "B" shares owned by Minor Holdings Ltd. were cancelled, as were all of the issued shares of Minor Holdings Ltd.

The 15,050 Class "B" shares owned by Arvil D. Minor were exchanged for 150,500 Common shares of Riley's DataShare International Ltd.

Riley's DataShare International Ltd.

<u>Date Issued</u>	<u>No. of Shares</u>	<u>To</u>	<u>Consideration</u>
May 31, 1968	413,450	Common shares for outstanding shares of Riley's Reproductions Ltd.	
June 3, 1968	8,269	Fred C. Brechtel for	\$ 29,000.00
Aug. 5, 1968	3,100	R. C. Brown for	\$ 9,025.00
Aug. 5, 1968	275	E. L. Glaser for	\$ 1,496.00
Aug. 5, 1968	6,000	Vaud A. Travis for	\$ 15,000.00
	<u>431,094</u>		

Stock split August 12, 1968 on basis 2 for 1 = 862,188 shares outstanding.

On October 16, 1968 270,000 shares in the Company were issued to Richardson Securities of Canada pursuant to the Underwriting Agreement referred to on page 6 of the Prospectus. Thus the total issued capital as of this date is 1,132,188 shares.

7. PROVISIONS OF SHARES

The Company has only one class of shares and particulars thereof are set forth on page 8 of the Prospectus under the heading "Description of the Shares".

8. DIVIDEND RECORD

The following is the dividend record of the Company's predecessor company, Riley's Reproductions Ltd., for each of the years listed:

<u>Year Ended</u>	<u>Number of Shares Outstanding of Riley's Reproductions Ltd.</u>	<u>Dividend Per Share Paid by Riley's Reproductions Ltd.</u>	<u>Total Dividend</u>
		\$	\$
May 31, 1959	Class "A" 37,975	.25	9,494.00
	Class "B" 30,100	.05	1,505.00
May 31, 1960	Class "A" 39,976	.25	9,994.00
	Class "B" 30,100	.05	1,505.00
May 31, 1961	Class "A" 39,976	.35	13,991.00
	Class "B" 30,100	.07	2,107.00
May 31, 1962	Class "A" 39,976	1.00	39,976.00
	Class "B" 30,100	.20	6,020.00
May 31, 1963	Class "A" 39,976	1.00	39,976.00
	Class "B" 30,100	.20	6,020.00

<u>Year Ended</u>	<u>Number of Shares Outstanding of Riley's Reproductions Ltd.</u>	<u>Dividend Per Share Paid by Riley's Reproductions Ltd.</u>	<u>Total Dividend</u>
		\$	\$
May 31, 1964	Class "A" 39,976	1.00	39,986.00
	Class "B" 30,100	.20	6,020.00
May 31, 1965	Class "A" 40,576	1.00	40,426.00
	Class "B" 30,100	.20	6,020.00
May 31, 1966	Class "A" 41,176	1.00	41,176.00
	Class "B" 30,100	.20	6,020.00
May 31, 1967	Class "A" 46,136	1.20	55,266.00
	Class "B" 30,100	.24	7,224.00
May 31, 1968	Class "A" 46,526	1.20	55,620.00
	Class "B" 30,100	.24	7,224.00

9. **PROPERTY OF THE COMPANY**

Particulars of the properties and equipment of the Company are set forth on page 5 of the Prospectus under the heading "Property".

10. **SUBSIDIARY COMPANIES**

The Company has only one subsidiary company, Riley's of Vancouver Ltd., incorporated March 5, 1949 by registration of Memorandum of Association under the Companies Act, British Columbia, with an authorized capital of \$10,000.00 consisting of 10,000 common shares having a par value of \$1.00 each. Only 7 shares have been issued and are outstanding and all of them are owned directly or beneficially by the Company. The Subsidiary carries on business in the City of Vancouver in the Province of British Columbia, offering commercial reproduction services and a complete line of engineering and drafting instruments and supplies.

11. **FUNDED DEBT**

The funded or long-term debt of the Company includes only the following:

- (a) An agreement remaining payable as to \$60,000.00 (\$30,000.00 due on each August 1, 1969 and August 1, 1972) plus interest at 5% per annum.
- (b) A Note remaining payable as to \$18,000.00, due in equal consecutive monthly \$300.00 instalments, without interest.

12. **OPTIONS, UNDERWRITINGS, ETC.**

- (a) Particulars of options of the Company are set forth under the heading "Options to Purchase Securities" on page 9 of the Prospectus.
- (b) The only underwriting agreement in force affecting the Company is that described in the Prospectus on page 6 under the heading "Plan of Distribution".
- (c) There are no sale agreements, other contracts or agreements of a like nature with respect to any unissued shares or any issued shares held for the benefit of the Company, except for the agreement dated August 12, 1968 referred to in the second paragraph under the heading "Plan of Distribution" on page 6 of the Prospectus and the escrow agreement referred to under the heading "Escrowed Shares" also on page 6 of the Prospectus.

13. **LISTING ON OTHER STOCK EXCHANGES**

No securities of the Company are now or have ever been listed on any stock exchange.

14. **STATUS UNDER SECURITIES ACTS**

Particulars of any filing, registration, approval or qualification with or by the Ontario Securities Commission or any corresponding governmental body or authority are as follows:

The Prospectus accompanying this application was filed with the Ontario Securities Commission on September 19, 1968, the British Columbia Securities Commission on September 20, 1968, The Registrar of The Alberta Securities Act on September 20, 1968, the Registrar of Companies of the Province of Alberta on September 20, 1968, the Saskatchewan Securities Commission on September 20, 1968, the Quebec Securities Commission on September 20, 1968, Winnipeg Stock Exchange on September 20, 1968, the Administrator for The New Brunswick Securities Act on September 20, 1968, the Registrar of the Nova Scotia Securities Act on September 20, 1968, and The Securities Fraud Prevention Act on Prince Edward Island on September 20, 1968.

The Ontario Securities Commission issued its official receipt for the Prospectus on September 20, 1968, and approval for the sale of the securities offered by the said Prospectus was subsequently obtained not later than September 24, 1968 from the said other provinces.

15. **FISCAL YEAR**

The fiscal year of the Company ends on May 31, in each year.

FOR USE ONLY IN THE PROVINCES OF BRITISH COLUMBIA, ALBERTA, SASKATCHEWAN, MANITOBA, ONTARIO, NEW BRUNSWICK, NOVA SCOTIA AND PRINCE EDWARD ISLAND

A copy of this prospectus has been filed with the Registrar of Companies of the Province of Alberta.

No securities commission or similar authority in Canada has in any way passed upon the merits of the securities offered hereby and any representation to the contrary is an offence.

NEW AND OUTSTANDING ISSUE:

Of the total of 340,700 shares offered by this prospectus, 70,700 of such shares are being sold on behalf of shareholders of Riley's DataShare International Ltd. and no proceeds of the sale of the said 70,700 shares will be received by Riley's DataShare International Ltd.

Riley's DataShare International Ltd.

(Incorporated under the laws of the Province of Alberta)

340,700 shares

(Without Nominal or Par Value)

Price: \$8.00 per share

	Price to Public	Proceeds to the Underwriter	Proceeds to the Company (1)	Proceeds to Selling Shareholders (2)
Per share	\$8.00	\$.50	\$7.50	\$7.50
Total	\$2,725,600.00	\$170,350.00	\$2,025,000.00	\$530,250.00
(1) Before deduction of estimated expenses of \$50,000.				
(2) As described more fully on page 8 of this prospectus.				

THESE ARE SPECULATIVE SECURITIES

Because the prospects of the Company are in part based upon the successful implementation of the Company's advance development program, as described on pages 4 and 5 under the heading Business of the Company, these shares are speculative securities. There is at present no established market for the shares offered by this prospectus. It is probable that dividends will not be paid to shareholders in the near future.

In the opinion of Counsel, these shares will be investments in which companies registered under Part III of the Canadian and British Insurance Companies Act (Canada), as amended, may without availing themselves of the provisions of sub-section (4) of Section 63 of the said Act, invest their funds.

Application has been made to list the shares of Riley's DataShare International Ltd. on The Toronto Stock Exchange. Acceptance of listing will be subject to the filing of required documents and evidence of satisfactory distribution, both within 90 days.

We, as principals, offer these shares, subject to prior sale, if, as and when issued by the Company and accepted by us and subject to the approval of all legal matters on behalf of the Company by Messrs. Chambers, Saucier, Jones, Peacock, Black, Gain & Stratton, Calgary, and on our behalf by Messrs. Pitblado, Hoskin & Company, Winnipeg.

It is expected that definitive share certificates will be available on or about October 16, 1968.

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STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION OF PURCHASERS IN ONTARIO, SASKATCHEWAN, ALBERTA AND BRITISH COLUMBIA

The attention of purchasers in the Provinces of Ontario, Alberta and Saskatchewan of any of the securities offered by this prospectus is drawn to certain provisions of relevant legislation, namely: The Securities Act, 1966 (Ontario), The Securities Act, 1967 (Alberta) and The Securities Act, 1967 (Saskatchewan), which permit such purchasers in certain events and subject to certain conditions:

- (a) to withdraw from any agreement of purchase if written or telegraphic notice evidencing the intention of the purchaser not to be bound by the agreement of purchase is received by the vendor or his agent not later than midnight on the second business day after the prospectus or amended prospectus is received or is deemed to be received by the purchaser or his agent; and
- (b) to rescind the agreement of purchase by institution of legal proceedings within 90 days from the later of the date of receipt of the prospectus or amended prospectus by the purchaser or his agent or the date of the agreement of purchase if such prospectus, as of the date of receipt, contains an untrue statement of a material fact or omits to state a material fact necessary in order to make any statement contained therein not misleading in the light of the circumstances in which it was made.

The full text of the respective statutory provisions summarized above are contained in Sections 63 and 64 of The Securities Act, 1966 (Ontario), Sections 63 and 64 of The Securities Act, 1967 (Alberta) and Sections 70 and 71 of The Securities Act, 1967 (Saskatchewan).

Sections 61 and 62 of The Securities Act, 1967 (British Columbia) provide in effect, that where a security is offered to the public in the course of primary distribution:

- (a) a purchaser has a right to rescind a contract for the purchase of a security, while still the owner thereof, if a copy of the last prospectus, together with financial statements and reports and summaries of reports relating to the securities as filed with the British Columbia Securities Commission, was not delivered to him or his agent prior to delivery to either of them of the written confirmation of the sale of the securities. Written notice of intention to commence an action for rescission must be served on the person who contracted to sell within 60 days of the date of delivery of the written confirmation, but no action shall be commenced after the expiration of three months from the date of service of such notice.
- (b) A purchaser has the right to rescind a contract for the purchase of such security while still the owner thereof, if the prospectus or any amended prospectus offering such security contains an untrue statement of a material fact or omits to state a material fact necessary in order to make any statement therein not misleading in the light of the circumstances in which it was made, but no action to enforce this right can be commenced by a purchaser after expiration of 90 days from the later of the date of such contract or the date on which such prospectus or amended prospectus is received or is deemed to be received by him or his agent.

THE COMPANY

Riley's DataShare International Ltd. (the Company) is an amalgamated company, existing under the laws of the Province of Alberta, being the continuation of Riley's Reproductions Ltd., incorporated under the laws of Alberta May 26, 1950 by Memorandum of Association, and Minor Holdings Ltd., incorporated under the laws of Alberta May 27, 1953 by Memorandum of Association. The amalgamation became effective May 31, 1968. Immediately prior thereto, Minor Holdings Ltd. was a wholly-owned subsidiary of Riley's Reproductions Ltd. On August 12, 1968 amendments effected by Special Resolution split the issued shares of the Company 2 for 1 and converted the Company to a public company. The Company has a wholly-owned subsidiary, Riley's of Vancouver Ltd., which was incorporated under the laws of British Columbia by Memorandum of Association dated March 5, 1949. The registered office and principal office of the Company is at 631-8th Avenue S.W., Calgary, Alberta.

BUSINESS OF THE COMPANY

The Company is engaged primarily in the business of operating an oilwell log library and providing related reproduction services. In addition the Company and its subsidiary offer commercial reproduction services and market a complete line of engineering and drafting instruments and supplies.

Oilwell Log Prints:

An oilwell log is a chart displaying measurements taken beneath the earth's surface of various rock properties. Electronic measuring instruments are lowered into a well on the end of a cable and as the instruments are drawn out of the well, the measurements are recorded in chart form at the surface. The measurements that are made include: resistivity, natural radioactivity, induced radioactivity, sound velocity, temperature, hole diameter and vertical deviation. From these measurements porosity, water salinity, presence or absence of oil, rock type percentages and formation dip can be calculated.

The original log which is made at the well site is reproduced on a strip of film. The most frequently used scale is 1" of film to 50' of drilled hole. The Company photographically reduces the logs to half size (1" of film to 100' of drilled hole) and stores them in its log library which contains virtually all logs of Canadian oil wells. The Canadian oil industry adds 7,000 to 9,000 new logs to the Company's library each year. Because of the Company's excellent reputation for security, most oil companies send their confidential logs to the Company before release dates required by legislation in order to receive a reduced copy for their own use. Upon release, these logs immediately become part of the Company's library.

Multiple copies of each oilwell log are purchased by many oil companies both initially and through the years. At all times each log in the file must be immediately available to provide a total library service.

Reproduction for Visual Communication:

The Company offers a complete reproduction service using xerography, white printing, blue printing, microfilm, industry film, off-set printing and an art department. This gives the Company the ability to provide for most copying requirements. The principal categories of customers are oil companies, engineering firms, architects, contractors and governments.

Merchandise:

In addition to its reproduction services, the Company markets a complete line of over a hundred engineering and drafting instruments and supplies including transits, drafting paper and film, electronic measuring instruments, diazo paper, drafting furniture and other related items. Some of the major manufacturers that the Company represents are Eugene Dietzgen Company, Wild of Canada Limited, Tellurometer Canada Ltd., Clearprint Paper Company, Chart-Pak Inc., Mayline Company Inc. and Consul & Mutoh Ltd.

Advance Development — Services from Digitized Oilwell Logs:

One of the major activities of the oilman is to plot and map the sub-surface rock layers. He constructs maps to show the area, thickness and topography of the prospective oil bearing rocks. From these maps it is then possible to select the location of the most likely geologic structures in which oil might accumulate. Well logs are the most referred to source of data for the preparation of these maps and from some 120,000 logs available, the oil industry has knowledge of approximately 360 million feet of sub-surface rock in Canada. Without the aid of a computer, however, it is virtually impossible to fully utilize this volume of information for comparative analysis.

For some time North American oil companies have been increasing their research and development work in an endeavor to make more effective use of data available from oilwell logs. Several of these companies, on an individual basis, have research projects directed towards the development of scanning and editing systems to digitize the oilwell logs for subsequent computing and correlation analysis.

During 1964 the Company made a comprehensive review of progress to date which indicated that existing scanning equipment and processing systems were inadequate to create an economic and viable oilwell log data bank. While some oil companies had devoted significant resources to their own projects, no company seemed close to a solution.

The Company recognized that, as a service company owning a complete Canadian log library in film negative form, it was in a good position to help solve the problem. The Company's record with the oil industry aided it in obtaining unprecedented management and scientific support from the oil industry. The research program then initiated by the Company in co-operation with management and scientists in the oil industry led to the development of its new electronic device known as Riley's Scanagraph®. This device translates the oilwell log data from film strip to digitized form suitable for computer processing. The Company is proceeding to complete applications in all necessary jurisdictions in the free world for letters patent for all developments by the Company in respect of its new electronic device known as Riley's Scanagraph® and all related component parts involved in the translation of oilwell log data from film strip to digitized form suitable for computer processing.

The digital oilwell log data bank that the Company is building will allow its clients to combine available computer programs (such as those capable of drawing contour maps) with the retrieval of information from the Company's library. The result will be the ability to prepare maps at lower cost and make evaluations more quickly with a greater volume of data. The Company's data bank will become an active file with instant availability to users for retrieval and processing applications using large scale computers.

Potential applications of the Company's process include digitizing of oilwell logs from other oil producing areas such as the United States, Australia, Africa, Europe and South America. Riley's Scanagraph® is adaptable to automatically digitizing recorded wiggly and crossing lines which could lead to the creation of other data banks in fields such as medicine, oceanography, astronomy and geophysics.

As of July 31, 1968, the Company has expended for research and development of the digitizing process a total of approximately \$1,200,000, with approximately \$579,000 of that amount being expended on the project during the fiscal year ended May 31, 1968. In addition to drawing on its own resources, the Company has been assisted in its expenditures by cash research contributions of \$525,000 from nine major oil companies and \$347,000 from the Federal Government through the Department of Industry (Program for the Advancement of Industrial Technology) as referred to in note 7 of notes to the financial statements.

The Company proposes to amortize expenditures made to devise and develop its oilwell log digitizing process as set forth in notes 4 and 7 of notes to the financial statements.

It is the plan of the Company to have the total file of back logs and all current logs completely digitized over an approximate four year period, at which point the Company will be able to provide a complete service.

The Company expects to commence its sale of products relating to its oilwell log digitizing program in the latter part of its 1969 fiscal year and, therefore, the contribution to the Company's reported earnings for that year from these sales will be relatively small.

PROPERTY

The property owned by the Company is located in Calgary and includes approximately 27,000 square feet of rentable space. This property is subject to a mortgage securing indebtedness of \$198,300 at May 31, 1968. In addition to the property it owns, the Company and its subsidiary lease space, totalling 38,495 square feet in Calgary, Vancouver, Edmonton and Regina. The current aggregate annual rentals payable by the Company are \$41,300.

The major items of computer equipment owned by the Company are Riley's Scanagraph®, a Digital Equipment Corporation PDP 8 System and a Digital Equipment Corporation PDP 9 System. The Company owns various other pieces of equipment related to its reproduction business. The Company leases time on a Univac 1108 System installed by Computer Sciences Canada Ltd. on premises owned by the Company.

CAPITALIZATION

	Authorized \$	Outstanding May 31, 1968 \$	Outstanding July 31, 1968 \$	To be Outstanding on Completion of this Financing \$
Long-Term Debt				
5% agreement payable (1)		79,600	60,000	60,000
7¾% note payable (2)		50,000	—	—
Note payable (3)		19,200	18,600	18,000
7% first mortgage		198,300	196,000	—
Current Liabilities				
Bank advances (secured)		305,000	365,000	—
Capital Stock	5,000,000	14,700	44,700	2,095,200
Contributed Surplus		391,700	391,700	341,700(4)
Shares				
July 31, 1968	(2,000,000 shares)	(413,450 shares)	(421,719 shares)	
August 12, 1968	(2,400,000 shares)			(1,132,188 shares)

Notes:

- (1) Repayable \$30,000 in 1969 and \$30,000 in 1972.
- (2) Paid in full subsequent to May 31, 1968.
- (3) Repayable at \$300 per month through September 1973 without interest.
- (4) After charging the \$50,000 (estimated) of expenses of issuing the shares offered by this prospectus.
- (5) For information regarding obligations under leases of real property refer to note 10 of notes to the financial statements.
- (6) Options aggregating 14,250 shares are described under the heading Options to Purchase Securities.

PLAN OF DISTRIBUTION

Under an agreement dated August 12, 1968 made between the Company, certain shareholders of the Company (the Selling Shareholders) and Richardson Securities of Canada (the Underwriter) the Company and the Selling Shareholders agreed to sell and the Underwriter has agreed to purchase all the 340,700 shares offered by this prospectus subject to compliance with the necessary legal formalities and to the terms and conditions stated in the said agreement, such price to be payable in cash on delivery of certificates in definitive form representing such shares. The Underwriter is committed to take up and pay for all of the shares subject to the terms, conditions and provisions of the said agreement.

By an agreement dated August 12, 1968 Charterhouse Group Canada Limited, Messrs. Frederick Charles Brechtel, Ruby Clifford Brown, William Alva Friley, Dugald MacLachlan, Arvil Dane Minor and Terry Sparks, agreed with the Underwriter not to sell or otherwise deal in any shares of the Company for a period of six months from the date of this prospectus without the prior written consent of the Underwriter.

ESCROWED SHARES

An escrow agreement has been entered into by Arvil Dane Minor, Charterhouse Group Canada Limited, Dugald MacLachlan and Terry Sparks of the first part, the Company of the second part and National Trust Company of the third part which provides that 526,825 shares of the Company will be placed in escrow with National Trust Company at or before closing of the underwriting of the 340,700 shares offered hereby. The escrow agreement provides that the said shares will not be released from escrow except with the prior written consent of the Alberta, Ontario and Quebec Securities Commissions. It also provides that no transfer, hypothecation or other alienation will be made within the escrow without the prior written consent of the Alberta, Ontario and Quebec Securities Commissions.

USE OF PROCEEDS

After deduction of expenses connected with the issue (estimated not to exceed \$50,000), the proceeds to be derived by the Company from the sale of the 270,000 treasury shares offered by this prospectus amounting to \$1,975,000 will be applied as to \$198,300 to repay the mortgage payable as referred to in note 6 of notes to the financial statements on page 14 herein, as to \$305,000 to repay bank advances and the balance \$1,471,700 will be used for working capital. These uses will include the cost of bringing the digitized log program to a fully operational level.

MANAGEMENT

Directors and Officers:

The names and home addresses in full of the directors and officers of the Company, offices held in the Company and their principal occupation within the 5 preceding years are as follows:

Name and Address	Office	Principal Occupation
Frederick Charles Brechtel, 919 Edinburgh Road, Calgary, Alberta.	Vice-President	Vice-President of the Company, formerly Executive Vice-President and Director, Geophoto Services Inc., Science Services Division, Texas Instruments Inc.
Ruby Clifford Brown, 2132 - East 59th Place, Tulsa, Oklahoma.	Director	Retired. Former Director and Vice-President of Continental Oil Company. Former President of Hudson's Bay Oil and Gas Company Limited
William Alva Friley, 1035 Durham Avenue, Calgary, Alberta.	Director	Executive Vice-President and Director of Great Northern Oil Ltd.
Dugald MacLachlan, 8424 Elbow Drive, Calgary, Alberta.	Vice-President, Secretary-Treasurer and Director	Vice-President of the Company
Arvil Dane Minor, 4520 Britannia Drive, Calgary, Alberta.	Chairman of the Board, President and Director	Chairman of the Board, President and Director of the Company
D'Alton Lally Sinclair, 68 Roxborough Street, Toronto, Ontario.	Director	President Charterhouse Canada Limited
Terry Sparks, 1416 Beverley Place, Calgary, Alberta.	Vice-President, General Manager and Director	Vice-President of the Company
Melvin Clifton John Wolstoncroft, 4024 - 4th Avenue, Calgary, Alberta.	Assistant Treasurer	Assistant Treasurer of the Company

Remuneration of the Directors and Senior Officers:

The aggregate remuneration (salary and bonus) paid by the Company and its subsidiary to the directors and senior officers of the Company during its last completed financial year ended on May 31, 1968 was \$136,800. The aggregate remuneration paid by the Company and its subsidiary to the directors and senior officers of the Company from May 31, 1968 to July 31, 1968 was \$18,200.

Since June 1, 1950 the Company has had bonus agreements with various senior officers. In view of the expected increase in earnings due to the digitizing program, on August 1, 1968, these officers agreed to accept amended provisions in their contracts which will reduce future bonuses by varying amounts averaging in the area of 25% less than under the former contract provisions. The aggregate bonuses will vary from zero below \$100,000 of pre-tax earnings to a maximum of 18½% at pre-tax earnings of \$800,000. The rate of bonus on pre-tax earnings in excess of \$1,100,000 will not exceed 9½%.

Interest of Management in Material Transactions:

A director of the Company, Ruby Clifford Brown, holds an option to purchase 9,800 shares of the Company, as referred to under the heading Options to Purchase Securities on page 9 herein.

THE SHARES

Description of the Shares:

The authorized capital of the Company consists of 2,400,000 shares without nominal or par value, of which 340,700 shares are being offered by this prospectus. The shares are entitled to dividends as and when declared by the board of directors; are entitled to one vote per share; are entitled, upon liquidation, to receive pro rata such assets of the Company as are distributable to shareholders and have no pre-emptive or conversion rights. The outstanding shares and the shares hereby offered are and will be fully paid and nonassessable.

Dividends and Dividend Policy:

The Company is an amalgamated company (which amalgamation became effective May 31, 1968) and is the continuation of Riley's Reproductions Ltd. and the latter's wholly owned subsidiary Minor Holdings Ltd. The following is the dividend record with respect to the outstanding shares of Riley's Reproductions Ltd. for each of the years shown.

Year Ended	Number of Shares Outstanding of Riley's Reproductions Ltd.		Dividend Per Share Paid by Riley's Reproductions Ltd. \$	Total Dividend \$
May 31, 1964	Class A	39,976	1.00	39,986
	Class B	30,100	.20	6,020
May 31, 1965	Class A	40,576	1.00	40,426
	Class B	30,100	.20	6,020
May 31, 1966	Class A	41,176	1.00	41,176
	Class B	30,100	.20	6,020
May 31, 1967	Class A	46,136	1.20	55,266
	Class B	30,100	.24	7,224
May 31, 1968	Class A	46,526	1.20	55,620
	Class B	30,100	.24	7,224

The Class A and the Class B shares referred to above were cancelled and 413,450 shares of the Company were issued pursuant to the amalgamation agreement which became effective May 31, 1968 and such shares were (after the exercise of options referred to under the heading Prior Sales on page 9) split 2 for 1 by Special Resolution passed August 12, 1968.

There are at present no restrictions on the payment of dividends by the Company. Because of the costs necessary to bring the digitized log program to a fully operational level, however, it is probable that dividends will not be paid to shareholders in the near future.

PRINCIPAL HOLDERS OF SHARES AND SELLING SHAREHOLDERS

As of August 15, 1968, the following each owned, of record and beneficially, more than 10% of the shares of the Company:

	Shares Owned as of August 15, 1968	Shares to be Offered by this Prospectus	Shares to be Owned After Offering	Percentage of Class After Offering
Arvil Dane Minor	364,840	18,000	346,840	30.63
Charterhouse Group Canada Limited	102,600	35,000	67,600	5.97

The following are also selling shareholders:

	Owned as of August 15, 1968	Shares to be Offered by this Prospectus	Shares to be Owned After Offering	Percentage of Class After Offering
Dugald MacLachlan	73,510	8,850	64,660	5.71
Terry Sparks	56,575	8,850	47,725	4.21

As of August 15, 1968 the directors and senior officers of the Company, as a group, owned, of record and beneficially, 75.2% of the outstanding shares of the Company.

OPTIONS TO PURCHASE SECURITIES

As of August 15, 1968, the following were the only outstanding options to purchase shares of the Company held or proposed to be held.

	Number of Shares	Option Price per Share	Option Expiration Date
		\$	
Ruby Clifford Brown	4,900	1.25	January 1, 1970
Ruby Clifford Brown	4,900	1.50	January 1, 1970
Professor Edward L. Glaser	4,450	2.72	June 1, 1972

The options referred to above were granted in return for consulting services to be provided on a continuing basis.

PRIOR SALES

During the twelve months ended August 15, 1968 the following options to purchase shares of the Company were exercised:

Date	Number of Shares*	Price per Share*
		\$
October 3, 1967	800	1.25
April 17, 1968	7,000	1.814
June 3, 1968	16,538	1.814
August 5, 1968	1,100	1.25
August 5, 1968	5,100	1.50
August 5, 1968	12,000	1.25
August 5, 1968	550	2.72

*Adjusted for the cancellation of the Class A and the Class B shares and the issue of 413,450 shares pursuant to the amalgamation agreement which became effective May 31, 1968 and further adjusted for the 2 for 1 split effected by Special Resolution passed August 12, 1968.

MATERIAL CONTRACTS

Particulars regarding material contracts entered into by the Company within the 2 years preceding the date hereof, other than contracts in the ordinary course of business, are as follows:

1. The underwriting agreement dated August 12, 1968 made between Richardson Securities of Canada, the Company and the Selling Shareholders referred to on page 6 herein.
2. The agreement dated May 9, 1968 made between the Company and Computer Sciences Canada, Ltd. relating to the purchase of computer time by the Company from the Calgary computer centre of Computer Sciences Canada, Ltd.
3. The agreement dated May 16, 1968 made between the Company and Ferranti-Packard Electric Limited relating to the purchase of a Digital Equipment Corporation PDP 9 System.

Copies of the foregoing agreements may be inspected at the head office of the Company at 631 - 8th Avenue S.W., Calgary, while the shares offered by this prospectus are in the course of primary distribution and for 30 days thereafter.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors of the Company are Messrs. Peat, Marwick, Mitchell & Co., 309 Eighth Avenue S.W., Calgary.

The transfer agent and registrar for the shares of the Company is National Trust Company Limited at its offices at 1350 Sherbrooke Street W, Montreal; 21 King Street E., Toronto; 250 Portage Avenue, Winnipeg; 330 - 8th Avenue S.W., Calgary; 510 Burrard Street, Vancouver and through its agent, Canada Permanent Trust Company at its office at 1646 Barrington Street, Halifax.

The pro forma consolidated balance sheet gives effect to the following transactions:

1. The conversion of each authorized and issued share into two shares.
2. The issue of 17,644 shares (35,288 after conversion) upon the exercise of share options for a cash consideration of \$55,500.
3. The issue of 270,000 shares of the Company to the Underwriter for a cash consideration of \$2,025,000.

Assets

	Consolidated balance sheet	Pro forma consolidated balance sheet
	\$	\$
Current Assets		
Cash	32,700	1,692,700
Accounts receivable (note 5)		
Trade	420,300	420,300
Other	46,800	46,800
Due from Receiver General of Canada	16,100	16,100
Inventory of materials — at lower of cost or market	535,900	535,900
Current portion of notes receivable	12,700	9,700
Prepaid expenses and deposits	22,600	22,600
Total Current Assets	1,087,100	2,744,100
Government of Canada Special Refundable Tax	5,400	5,400
Investments — At Cost		
Shares — no quoted market value	158,800	158,800
Notes receivable	9,700	9,700
Notes receivable — officers (note 2)	132,800	—
	301,300	168,500
Less current portion of notes receivable — above	12,700	9,700
	288,600	158,800
Property, Plant and Equipment — At Cost (note 3)	1,058,100	1,058,100
Less accumulated depreciation and amortization	578,500	578,500
	479,600	479,600
Research Expenses — Net of Amount Amortized (note 4)	1,128,400	1,128,400
Goodwill — At Cost	22,100	22,100
	3,011,200	4,538,400

See Accompanying Notes to the Financial Statements

4. The retirement of the bank loan in the amount of \$305,000.
5. The retirement of the 7% mortgage payable in the amount of \$198,300.
6. The repayment of \$132,800 notes receivable—officers, out of the proceeds which these officers, as Selling Shareholders, will receive from the sale of some of their shares.
7. The payment of expenses of \$50,000 in connection with the above issue of shares, which amount has been charged to Contributed Surplus in the accompanying pro forma balance sheet.

Liabilities

	Consolidated balance sheet	Pro forma consolidated balance sheet
	\$	\$
Current Liabilities		
Bank loan — secured (note 5)	305,000	—
Accounts payable and accrued liabilities	290,800	290,800
Taxes other than income taxes	27,500	27,500
Current portion of long-term debt	271,500	73,200
Total current liabilities	894,800	391,500
Long-Term Debt (note 6)	347,100	148,800
Less current portion — above	271,500	73,200
	75,600	75,600
Digital Log Research Contributions (note 7)		
Government of Canada	347,000	347,000
Other participants	525,000	525,000
	872,000	872,000
Deferred Income Taxes Payable	121,500	121,500

Shareholders' Equity

Capital Stock (notes 8, 9 and 12)		
Authorized 2,000,000 shares (pro forma 2,400,000) issued 413,450 shares	14,700	—
To be issued 1,132,188 shares	—	2,095,200
Contributed surplus	391,700	341,700
Retained earnings	640,900	640,900
	1,047,300	3,077,800
Commitments (note 10)	3,011,200	4,538,400

APPROVED ON BEHALF OF THE BOARD

(Signed) Arvil Dane Minor, Director

(Signed) Dugald MacLachlan, Director

See Accompanying Notes to the Financial Statements

**Riley's DataShare International Ltd.
and Subsidiary Company
Consolidated Statement of Earnings
Five Years Ended May 31, 1968**

	1964	1965	1966	1967	1968
	\$	\$	\$	\$	\$
Sales	1,692,300	1,871,500	2,376,600	2,543,600	2,544,300
Interest, dividends and other income	5,200	6,100	5,400	2,200	7,000
	<u>1,697,500</u>	<u>1,877,600</u>	<u>2,382,000</u>	<u>2,545,800</u>	<u>2,551,300</u>
Cost of goods sold and operating expenses exclusive of items shown below	1,503,600	1,646,100	2,056,900	2,147,500	2,193,100
	<u>193,900</u>	<u>231,500</u>	<u>325,100</u>	<u>398,300</u>	<u>358,200</u>
Depreciation of fixed assets and amortization of leasehold improvements	43,500	46,400	45,000	52,400	64,300
Amortization of research expenses	—	—	—	—	700
Interest on long-term debt	24,200	24,200	33,100	30,700	24,900
	<u>67,700</u>	<u>70,600</u>	<u>78,100</u>	<u>83,100</u>	<u>89,900</u>
	<u>126,200</u>	<u>160,900</u>	<u>247,000</u>	<u>315,200</u>	<u>268,300</u>
Provision for taxes on income—current	35,600	74,800	117,900	164,500	5,000
—deferred	—	—	—	—	121,500
	<u>35,600</u>	<u>74,800</u>	<u>117,900</u>	<u>164,500</u>	<u>126,500</u>
	<u>90,600</u>	<u>86,100</u>	<u>129,100</u>	<u>150,700</u>	<u>141,800</u>
Minority interest in net earnings of a sub- sidiary	4,700	—	—	—	—
Net earnings	<u>85,900</u>	<u>86,100</u>	<u>129,100</u>	<u>150,700</u>	<u>141,800</u>

See accompanying notes to the financial statements.

Riley's DataShare International Ltd.
and Subsidiary Company
Consolidated Statement of Retained Earnings
Five Years Ended May 31, 1968

	1964	1965	1966	1967	1968
	\$	\$	\$	\$	\$
Balance at beginning of year	192,200	243,900	315,600	419,200	534,900
Add:					
Net earnings for year	85,900	86,100	129,100	150,700	141,800
Gain on liquidation of subsidiaries	—	11,100	—	—	—
	<u>278,100</u>	<u>341,100</u>	<u>444,700</u>	<u>569,900</u>	<u>676,700</u>
Deduct:					
Dividends declared	46,000	46,400	47,200	62,500	62,900
Less amount thereof paid to subsidiary companies	15,100	20,900	21,700	27,500	27,100
	<u>30,900</u>	<u>25,500</u>	<u>25,500</u>	<u>35,000</u>	<u>35,800</u>
Loss on sale of subsidiary company	3,300	—	—	—	—
	<u>34,200</u>	<u>25,500</u>	<u>25,500</u>	<u>35,000</u>	<u>35,800</u>
Balance at end of year	<u>243,900</u>	<u>315,600</u>	<u>419,200</u>	<u>534,900</u>	<u>640,900</u>

Consolidated Statement of Contributed Surplus
Five Years Ended May 31, 1968

	1964	1965	1966	1967	1968
	\$	\$	\$	\$	\$
Balance at beginning of year	942,800	846,200	853,100	861,800	1,000,100
Add premium on shares issued during year —	—	6,900	8,700	138,300	11,300
	<u>942,800</u>	<u>853,100</u>	<u>861,800</u>	<u>1,000,100</u>	<u>1,011,400</u>
Deduct: Contributed surplus of a subsidiary company sold during the year	96,600	—	—	—	—
Cancellation of shares of parent com- pany held by subsidiary company	—	—	—	—	619,700
Balance at end of year	<u>846,200</u>	<u>853,100</u>	<u>861,800</u>	<u>1,000,100</u>	<u>391,700</u>

See accompanying notes to the financial statements.

**Riley's DataShare International Ltd.
and Subsidiary Company**

**Notes to the Consolidated Financial Statements
May 31, 1968**

1. Principles of Consolidation

The consolidated financial statements include the accounts of Riley's DataShare International Ltd. and its wholly owned subsidiary, Riley's of Vancouver Ltd.

2. Notes Receivable — Officers

On June 21, 1964 share options were granted to two officers of the company which were exercisable serially from 1967 to 1976, at prices ranging from \$1.20 to \$3.90 per share (prices per share are equivalent prices after the amalgamation and share split referred to in Note 8 and before the share split referred to in Note 12). As a result of subsequent amendments made to the Income Tax Act (Canada) the dates on which these options became exercisable were accelerated and all options were exercised during the year ended May 31, 1967. At the same time the company agreed to accept payment in the form of a note receivable from each officer, payable in installments over the same period of 10 years with interest at 3½% per annum.

3. Property, Plant and Equipment

	Cost	Accumulated Depreciation and Amortization	Net Book Value May 31, 1968
Land	\$ 145,500	\$ —	\$145,500
Buildings	299,600	142,600	157,000
Machinery and equipment	347,700	262,500	85,200
Furniture and fixtures	186,500	143,800	42,700
Automotive equipment	50,900	21,200	29,700
Leasehold improvements	25,900	8,300	17,600
Parking lot	2,000	100	1,900
	<u>\$1,058,100</u>	<u>\$578,500</u>	<u>\$479,600</u>

4. Research Expenses — Net of Amount Amortized

Research expenses represents the amount expended on the company's digital oilwell log research program. The company proposes to amortize its share of these expenditures on the basis of 7% of resulting sales. \$525,000 of the research expenses were received from other participants and will be amortized on the same basis that repayment will be made to those participants as explained in Note 7.

5. Bank Loan — Secured

The bank loan is secured by a general assignment of book debts. The company has also issued a 7¼% debenture in the amount of \$750,000, secured by a first floating charge on all assets of the company, both present and future, as collateral security for its banking indebtedness.

6. Long-Term Debt

	Current Portion	Amount
5% agreement payable in equal annual installments on August 1 of \$30,000 less special discounts to be received on certain merchandise purchases which may or may not equal the annual payment. For the year ended May 31, 1968 a discount of \$10,400 is applicable and the face value of the note has been reduced accordingly	\$ 19,600	\$ 79,600
7¼% note payable due June 28, 1968	50,000	50,000
Note payable, without interest, repayable in equal monthly installments of \$300	3,600	19,200
7% Mortgage payable in equal monthly installments of \$2,234 principal and interest to September 1, 1968 with the remainder due and payable on that date	198,300	198,300
	<u>\$271,500</u>	<u>\$347,100</u>

7. Digital Log Research Contributions

The Government of Canada has advanced to the company, under the Program for Advancement of Industrial Technology, certain funds which are repayable only if the results of the research project are put to commercial use. The repayment agreement provides for repayment of the contributions together with interest (based upon the cost of money to the Canadian government) within a period of ten years from the date of the first commercial sale or commercial use by the company.

Contributions totalling \$375,000 made by other participants are, in the event that a commercial use is developed from the research project, repayable, at the participants option, either in cash over a period of five years or by way of certain preferential treatment in the form of discounts on purchases of the product related to the company's oilwell log digitizing program. Contributions totalling \$150,000 are repayable on a discount basis only. If a participant elects to take the cash option, payment is to be made at the end of each year from the date of the first sale of digitized tapes; no such sales have yet been made. If a participant elects not to take cash option, it is anticipated that the discounts will eventually exceed the contributions.

8. Capital Stock

The company is a continuing corporation arising from an amalgamation, effective May 31, 1968, of Riley's Reproductions Ltd. and Minor Holdings Ltd. under the provisions of the Companies Act (Alberta).

The amalgamation agreement, as confirmed by certificate of amalgamation of the Province of Alberta, provides the authorized capital of the amalgamated company as 2,000,000 shares without nominal or par value; the maximum consideration for which such shares may be issued is the sum \$5,000,000.

The issued and outstanding capital stock of each of the amalgamating companies was converted into that of the continuing company as follows; the issued and outstanding capital stock of Riley's Reproductions Ltd. was converted into the issued and outstanding stock of the amalgamated company on the basis of ten shares of the amalgamated company without nominal or par value for each Class A share and each Class B share of Riley's Reproductions Ltd. saving and excepting the Class A shares and the Class B shares of Riley's Reproductions Ltd. owned by Minor Holdings Ltd. at the date of amalgamation, which shares were cancelled, and the unissued capital stock of Riley's Reproductions Ltd. was converted into the unissued capital stock of the continuing company; the issued capital stock of Minor Holdings Ltd. became void and of no effect.

The assets and liabilities of the amalgamated companies were brought forward and recorded on the records of the continuing company at the amounts at which they were carried on the records of the amalgamated companies.

9. Share Options

During the year the following options were granted:

8,269 shares at a price of \$3.64 per share exercisable at any time prior to January 27, 1970.

2,500 shares at a price of \$5.44 per share exercisable at any time prior to June 1, 1972 and is related to payment for services to the company.

Pursuant to a share option granted in a prior year, 400 shares were issued during the year for a consideration of \$1,000.

At May 31, 1968 the following options were outstanding:

Number of Shares*	Price per Share	Exercisable to
3,000	\$2.50	January 1, 1970
5,000	3.00	January 1, 1970
6,000	2.50	July 1, 1971
8,269	3.64	January 27, 1970
2,500	5.44	June 1, 1972

*The number of shares and prices per share set forth above are after the amalgamation referred to in Note 8 and before the stock split referred to in Note 12.

10. Commitments

The company has entered into an agreement whereby it has contracted to purchase, during the period January 1, 1969 to December 31, 1970, computer usage of not less than \$180,000 per year.

The company has agreed to purchase certain computer equipment at a cost of \$142,100 (U.S. funds).

The aggregate rentals paid by the company and its wholly-owned subsidiary on property leases for the year ended May 31, 1968 amounted to \$44,900.

The aggregate minimum rentals for the company and its subsidiary in subsequent years on property leases in effect at May 31, 1968 will be:

Year Ended May 31	Amount
1969.....	\$41,300
1970.....	41,300
1971.....	40,100
1972.....	34,900
1973.....	34,900

11. Amounts Paid to Directors and Senior Officers

The aggregate direct remuneration paid to directors and senior officers by the Company and its subsidiary for the year ended May 31, 1968 was \$136,800.

12. Subsequent Events

By special resolution of the shareholders of the Company passed August 12, 1968 the then issued and outstanding 431,094 shares were converted on a two-for-one basis into 862,188 shares, thus increasing the total number of shares in the authorized capital of the Company to 2,431,094. By a subsequent resolution of the Board of Directors of the Company passed August 12, 1968, 31,094 unissued shares were cancelled and the total number of shares in the authorized capital of the Company reduced accordingly to 2,400,000.

Subsequent to May 31, 1968 the following share options were exercised:

Number of Shares*	Price per Share	Consideration
	\$	\$
16,538	1.814	30,000
1,100	1.25	1,375
5,100	1.50	7,650
12,000	1.25	15,000
550	2.72	1,496
<u>35,288</u>		<u>55,521</u>

*The number of shares and price per share quoted above have been adjusted for the conversion of shares on August 12, 1968.

AUDITORS' REPORT

To the Directors,
Riley's DataShare International Ltd.

We have examined the consolidated balance sheet and pro-forma consolidated balance sheet of Riley's DataShare International Ltd. and subsidiary company as at May 31, 1968 and the consolidated statements of earnings, retained earnings, and contributed surplus for the five years ended on that date. Our examination included a general review of the accounting procedures and such tests of accounting records and other supporting evidence as we considered necessary in the circumstances.

In our opinion:

- (a) The accompanying consolidated balance sheet presents fairly the financial position of the companies as at May 31, 1968;
- (b) The accompanying pro-forma consolidated balance sheet presents fairly the financial position of the companies as at May 31, 1968 after giving effect to the changes set forth in the heading thereto;
- (c) The accompanying consolidated statements of earnings, retained earnings, and contributed surplus present fairly the results of operations of the companies for the five years ended May 31, 1968;

all in accordance with generally accepted accounting principles applied on a consistent basis.

Calgary, Alberta,
September 16, 1968.

Peat, Marwick, Mitchell & Co.

Chartered Accountants.

CERTIFICATE OF THE COMPANY

The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by Part VII of The Securities Act, 1966 (Ontario) and the regulations thereunder, by Part VII of The Securities Act, 1967 (British Columbia) and the regulations thereunder, by Part 7 of The Securities Act, 1967 (Alberta) and the regulations thereunder, by Part VIII of The Securities Act, 1967 (Saskatchewan) and the regulations thereunder, and by Section 13 of the Securities Act (New Brunswick) and there is no further material information applicable other than in the financial statements or reports where required or exigible.

Dated September 17, 1968

(Signed) Arvil Dane Minor
Chairman of the Board
and President
Chief Executive Officer

(Signed) Dugald MacLachlan
Vice-President and
Secretary-Treasurer
Chief Financial Officer

On behalf of the Board of Directors by:

(Signed) William Alva Friley, Director

(Signed) Terry Sparks, Director

DIRECTORS

(Signed) Ruby Clifford Brown

(Signed) Arvil Dane Minor

(Signed) William Alva Friley

(Signed) D'Alton Lally Sinclair*

(Signed) Dugald MacLachlan

(Signed) Terry Sparks

*By his agent

(Signed) Dugald MacLachlan

CERTIFICATE OF UNDERWRITER

To the best of our knowledge, information and belief, the foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by Part VII of The Securities Act, 1966 (Ontario) and the regulations thereunder, by Part VII of The Securities Act, 1967 (British Columbia) and the regulations thereunder, by Part 7 of The Securities Act, 1967 (Alberta) and the regulations thereunder, by Part VIII of The Securities Act, 1967 (Saskatchewan) and the regulations thereunder and by Section 13 of the Securities Act (New Brunswick) and there is no further material information applicable other than in the financial statements or reports where required or exigible.

Dated: September 17, 1968

RICHARDSON SECURITIES OF CANADA

By: (Signed) Olin E. Buker

The following are the names of every person having an interest, either directly or indirectly, to the extent of not less than 5 per cent in the capital of Richardson Securities of Canada: George T. Richardson.

16. ANNUAL MEETINGS

The Articles of Association of the Company provide that the annual meeting of shareholders shall be held at the head office of the Company, or elsewhere in Canada, not more than six months after the end of each fiscal year, as the Board may from time to time determine. The last annual meeting of the Company was held on October 4, 1968.

17. HEAD OFFICE

The head office of the Company is located at 631 - 8th Avenue South West, Calgary 2, Alberta. The Company also has offices at the following locations:

Riley's DataShare International Ltd., 10168 - 105th Street, Edmonton, Alberta.
 Riley's DataShare International Ltd., 2415 - 11th Avenue, Regina, Saskatchewan.
 Riley's DataShare International Ltd., 620 Burrard Street, Vancouver, British Columbia.

18. TRANSFER AGENT AND REGISTRAR

National Trust Company, Limited at its principal office in the cities of Toronto, Montreal, Winnipeg, Calgary and Vancouver, and through its agent Canada Permanent Trust Company at the latter's principal office in the City of Halifax, is the Transfer Agent and Registrar of the common shares of the Company.

19. TRANSFER FEE

No fee is charged on stock transfers other than the customary Government stock transfer taxes.

20. AUDITORS

The auditors of the Company are:

Messrs. Peat, Marwick, Mitchell & Co., Chartered Accountants, 7th Floor, 309 - 8th Avenue S.W., Calgary 2, Alberta.

21. OFFICERS AND DIRECTORS

The officers and directors of the Company are as follows:

<u>Name</u>	<u>Position</u>
Arvil Dane Minor	Chairman of the Board, President and Director
Dugald MacLachlan	Vice-President, Secretary-Treasurer and Director
Terry Sparks	Vice President, General Manager and Director
Frederick Charles Brechtel	Vice-President
Melvin Clifton John Wolstoncroft	Assistant Treasurer
Ruby Clifford Brown	Director
William Alva Friley	Director
D'Alton Lally Sinclair	Director

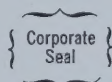
The full names, home addresses and principal occupations of the Company's officers and directors during the past five years are shown on page 7 of the Prospectus.

Pursuant to a resolution duly passed by its Board of Directors the applicant company hereby applies for a formal listing of the above-mentioned securities on The Toronto Stock Exchange and the undersigned officers hereby certify that the statements and representations made in this application and in the documents submitted in support thereof are true and correct.

RILEY'S DATA SHARE INTERNATIONAL LTD.

per: "ARVIL DANE MINOR," President

per: "D. MacLACHLAN," Secretary-Treasurer



DISTRIBUTION OF CAPITAL N.P.V. STOCK AS OF OCTOBER 31, 1968

Number		Shares
56	Holders of 1 — 24 share lots	670
270	" " 25 — 99 " "	9,735
107	" " 100 — 199 " "	11,200
34	" " 200 — 299 " "	7,430
22	" " 300 — 399 " "	6,825
7	" " 400 — 499 " "	2,900
24	" " 500 — 999 " "	14,875
61	" " 1000 — up " "	1,078,553
581	Shareholders	Total shares 1,132,188

